

Atrium at Glenpointe, 400 Frank W. Burr Blvd., Teaneck, NJ 07666 Tel. (201) 801-0050
Fax (201) 801-0441

December 19, 1990

Mr. James Huff
President
Kimberly-Clark Computer Services
Dallas, TX

Via Fax 214-830-6848

Dear Jim:

I received a copy of your non-disclosure agreement, have signed it and am returning a copy.

As we agreed verbally, I will provide per diem consulting services at the rate of \$1,500 per eight hour day (on a pro rata basis including travel time). If other personnel are involved their billing rates will be agreed to beforehand. Associated expenses (largely travel) are additional and, if incurred by INPUT, will be billed at cost.

I look forward to meeting you and your staff on Friday.

Sincerely,



Thomas O'Flaherty
Vice President

Accepted by:
Kimberly-Clark Computer Services

Name

Title

Date

Proposal



DETAIL

INPUT



DEC 19 1990
14100 INPUT NS
INPUT

Attn: Mr. J. Huff, 400 Frank W. Burr Blvd., Teaneck, NJ 07666 Tel. (201) 801-0050
Fax (201) 801-0441

December 19, 1990

Mr. James Huff
President
Kimberly-Clark Computer Services
Dallas, TX

Via Fax 214 830 6819

Dear Jim:

I received a copy of your non-disclosure agreement, have signed it and am returning a copy.

As we agreed verbally, I will provide per diem consulting services at the rate of \$1,500 per eight hour day (on a pro rata basis including travel time). If other personnel are involved their billing rates will be agreed to beforehand. Associated expenses (largely travel) are additional and, if incurred by INPUT, will be billed at cost.

I look forward to meeting you and your staff on Friday.

Sincerely,



Thomas O'Flaherty
Vice President

Accepted by:
Kimberly-Clark Computer Services

James O'Huff

Name

President

Title

12/20/90

Date

Proposal

TWENTY

~~James~~ *John* *James*

_____ *Robert*

_____ *Walter*

NON-DISCLOSURE AGREEMENT

With respect to the Confidential Proprietary Information furnished by Tumbachy-Clark Computer Services, Inc. (hereinafter "T-COS") to Input in connection with T-COS's business specifications, drawings, technical information, financial information and future plans, agreement and services, Input agrees:

1. To maintain confidentiality of T-COS Confidential Proprietary Information furnished in oral, visual and/or written form and not disclose such information to any third party, except as authorized by T-COS in writing. Input further agrees to keep Confidential the existence of this Agreement and that Input is meeting with or removing such information from T-COS;
2. To restrict disclosure of T-COS Confidential Proprietary Information to its employees and have a "need-to-know". Input agrees that such information shall be treated with the same degree of care which Input applies to its own confidential information that in no event less than reasonable care and shall not be reported directly or indirectly to any person(s) or prohibited country without the prior written consent of the Office of Export Control for the USA Department of Commerce;
3. To take precautions necessary and appropriate to guard the confidentiality of T-COS Confidential Proprietary Information including informing its employees, contractors, subcontractors and/or agents who handle such information that it is confidential and not to be disclosed to others;
4. That T-COS Confidential Proprietary Information shall and will at all times remain the property of T-COS. No use or such information is permitted except as otherwise provided herein and no grant under any T-COS intellectual property shall in hereby given or intended including any license implied or otherwise;
5. To exclude from the provisions of this agreement the disclosure of confidentiality: information which Input already has in its possession without confidential limitation at the time of disclosure by T-COS; information which is independently developed by Input without breach of this Agreement; information known or that becomes known to the general public without breach of this agreement by Input; and information that is received rightfully and without confidential limitation by Input from a third party;
6. That upon the written request of T-COS, or upon written agreement that the parties shall not pursue a further business relationship, Input shall return all documents, drawings, plans, drawings or other tangible items representing T-COS Confidential Information and all copies thereof;



PAGE 2

2. THIS SALE AGREEMENT shall be governed by THE LAWS OF THE STATE OF TEXAS.

IN WITNESS WHEREOF, K-CCS and Input have executed this Non-Disclosure Agreement effective as of the date below.

Dec 19 1990

Effective Date

KIRKMAN-STATH COMPUTER SERVICES, INC.

INPUT

BY:

THOMAS D. BUELL
President

BY: 

T. O'Flaherty
Vice President



INPUT

Atrium at Glenpointe, 400 Frank W. Burr Blvd., Teaneck, NJ 07666 Tel. (201) 801-0050
Fax (201) 801-0441

FAX TRANSMITTAL FORM

DESTINATION: Kimberly-Clark Corp Sues
FAX NUMBER: 214-830-6848
ATTENTION: Jim Huff

Telephone/Location: _____

NUMBER OF PAGES: 1 OF 4

Confidential Yes ☐ No ☐

Urgent Yes ☐ No ☐

COMMENTS: _____

FROM: Tom O'Flaherty

DATE: 12/19

INPUT
Project Charge Code: _____

INPUT

NON-DISCLOSURE AGREEMENT

With respect to the Confidential Proprietary Information furnished by Kimberly-Clark Computer Services, Inc. (hereinafter "K-CCS") to Input in connection with K-CCS's designs, specifications, drawings, technical information, financial information and future products, equipment and services, Input agrees:

1. To maintain confidentiality of K-CCS Confidential Proprietary Information furnished in oral, visual and/or written form and not disclose such Information to any third party, except as authorized by K-CCS in writing. Input further agrees to keep confidential the existence of this Agreement and that Input is meeting with or receiving such Information from K-CCS.
2. To restrict disclosure of K-CCS's Confidential Proprietary Information to its employees who have a "need to know". Input agrees that such Information shall be handled with the same degree of care which Input applies to its own confidential information (but in no event less than reasonable care) and shall not be exported directly or indirectly to any restricted or prohibited country without the prior written consent of the office of Export Control for the USA Department of Commerce.
3. To take precautions necessary and appropriate to guard the confidentiality of K-CCS Confidential Proprietary Information including informing its employees, contractors, sub-contractors and/or agents who handle such Information that it is confidential and not to be disclosed to others.
4. That K-CCS's Confidential Proprietary Information is and shall at all times remain the property of K-CCS. No use of such Information is permitted except as otherwise provided herein and no grant under any K-CCS intellectual property rights is hereby given or intended including any license implied or otherwise.
5. To exclude from the provisions of this Agreement and the obligations of confidentiality: information which Input already had in its possession without confidential limitation at the time of disclosure by K-CCS; information which is independently developed by Input without breach of this Agreement; information known or that becomes known to the general public without breach of this Agreement by Input; and information that is received rightfully and without confidential limitation by Input from a third party.
6. That upon the written request of K-CCS, or upon written agreement that the parties shall not pursue a further business relationship, Input shall return all documents, diskettes, plans, drawings or other tangible items representing K-CCS's Confidential Information and all copies thereof.

DEC 19 '90 13:21 K-CCS COMP SERV EXECUTIVE

P.3

Page 2

7. That this agreement shall be governed by the laws of the State of Texas.

IN WITNESS WHEREOF, K-CCS and Input have executed this Non-Disclosure Agreement effective as of the date below.

Dec 19 1990
Effective Date

KIMBERLY-CLARK COMPUTER SERVICES, INC.

Input

BY: James D. Huff

James D. Huff
President

BY: T. O'Flaherty

T. O'Flaherty
Vice President

THE STATE OF NEW YORK
IN SENATE
January 10, 1907.

REPORT
OF THE

COMMISSIONERS OF THE LAND OFFICE
IN RESPONSE TO A RESOLUTION
PASSED BY THE SENATE
MAY 1, 1906.

ALBANY:
J. B. LEECH, STATE PRINTER,
1907.

INPUT

CONTACT REPORT

DATE WRITTEN: 3/19/91

KCCS		INPUT Staff: (INIT.) <u>TJR</u> (INIT.)		REASON:		RELATING TO:	
Full Company Name		Phone:		<input type="checkbox"/> Interoffice		<input type="checkbox"/> CVVAP <input type="checkbox"/> CECSP	
Name <u>Jim Huff</u>		<input type="checkbox"/> Incmng/Cold		<input checked="" type="checkbox"/> Sales		<input type="checkbox"/> FCCSP <input type="checkbox"/> MEMAP	
Title <u>President</u>		<input checked="" type="checkbox"/> Call In		<input type="checkbox"/> Marketing		<input type="checkbox"/> EDEDI <input type="checkbox"/> NENSP	
Address		<input type="checkbox"/> Call Out		<input type="checkbox"/> Press		<input type="checkbox"/> MAMAP <input type="checkbox"/> SESMP	
Phone: (<u>214</u>) <u>830</u> - <u>6814</u>		Visit:		<input type="checkbox"/> INPUT/Output		<input type="checkbox"/> UIISP <input type="checkbox"/> VEVAP	
Fax: () -		<input type="checkbox"/> INPUT Office		<input type="checkbox"/> Interview		<input type="checkbox"/> FISSP <input type="checkbox"/> SISIP	
		<input type="checkbox"/> Client Office		<input type="checkbox"/> Present'n		<input type="checkbox"/> SOSOP	
		Contact Date: <u>3/14</u>		<input type="checkbox"/> Support		<input type="checkbox"/> OAAAP <input type="checkbox"/> M/C	
				<input type="checkbox"/> Other:		<input checked="" type="checkbox"/> CUSTM <input type="checkbox"/> OTHER	
						CODE: _____	

Jim said that they had given the custom research internship job to a local firm that they knew. He still had a high regard for INPUT, but said that they could get started faster with them (apparently they had begun work on Monday). My having said we would use the CI database to get CSP client names (CSP = Cross System Product) may have hurt us since they found CI quite faulty. I didn't have a chance to discuss this until it was too late, but I don't think it was a major factor. He said price was not an issue.

We agreed to keep in touch & INPUT might be useful in the next stage of their work.

☐ ADDITIONAL PAGES ATTACHED

ACTION DIST.	TIME REQUIRED	DESCRIBE ACTION OR FOLLOW-UP	BY WHEN	DONE	INFO DIST.
TJR		Call Jim in 2d half of April	4/20		

(Check all that apply)

☐ MAIL LIST: Addition/Change—Check box and complete information on back of form.

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 • Dist. Copying/ • Corp. Contact File: • Curr. Proj. File: • Mktg. File (Press)



INPUT

CONTACT REPORT

DATE WRITTEN: 1/14/91

KC SERVICES Full Company Name JIM HUFF Name _____ Title _____ Address _____ Phone: (214) 830 - 6814 Fax: () -		INPUT Staff: (INIT.) PAC (INIT.) _____ Phone: <input type="checkbox"/> Incmg/Cold <input checked="" type="checkbox"/> Call In <input type="checkbox"/> Call Out Visit: <input type="checkbox"/> INPUT Office <input type="checkbox"/> Client Office Contact Date: 1/14	REASON: <input type="checkbox"/> Interoffice <input type="checkbox"/> Sales <input type="checkbox"/> Marketing <input type="checkbox"/> Press <input type="checkbox"/> INPUT/Output <input type="checkbox"/> Interview <input type="checkbox"/> Present'n <input checked="" type="checkbox"/> Support <input type="checkbox"/> Other:	RELATING TO: <input type="checkbox"/> CVVAP <input type="checkbox"/> GECSP <input type="checkbox"/> FCCSP <input type="checkbox"/> MEMAP <input type="checkbox"/> EDEDI <input type="checkbox"/> NENSP <input type="checkbox"/> MAMAP <input type="checkbox"/> SESMP <input type="checkbox"/> UIISP <input type="checkbox"/> VEAP <input type="checkbox"/> FISSP <input type="checkbox"/> SISIP <input type="checkbox"/> _____ <input type="checkbox"/> SOSOP <input type="checkbox"/> OAAAP <input type="checkbox"/> M/C <input checked="" type="checkbox"/> CUST'M <input type="checkbox"/> OTHER CODE:
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• Jim returned my call re custom.
 • Tom had come down to spend the day - it was "well worth the price of admission". They are presenting to 1307 today and to a Sr V. P. later. Tom really contributed.
 • Jim said he knows when to come when they need help. He asked if we did 'counts' like C1 - I told him 'no'! We use C1 data. He is worried about having a wrong number, so I gave him Wally Papciak as contact.
 • They now have 90 people - still focusing on data base conversion.

Well done, Tom! Thanks

Feb

☐ ADDITIONAL PAGES ATTACHED

ACTION DIST.	TIME REQUIRED	DESCRIBE ACTION OR FOLLOW-UP	BY WHEN	DONE	INFO DIST.
					Tom
					John

(Check all that apply)

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CONTACT REPORT

COMPANY: KC SOFTWARE

NAME: Jim Huff

TITLE:

ADDRESS: 600 E. Los Calinos Boulevard
Cigna Building, 19th Floor
Irving(?), TX 75062

INIT: RDW

INIT:

CONTACT: 01/08/91

WRITTEN: 01/08/91

WRITTEN: Phone

PHONE: (214) 830-6814

REASON:

AMKT

RELATING TO:

ID: Satisfaction

===== COMMENTS =====

1/8/91 - Followed up with Jim at PAC's request to make sure that he was satisfied with the last minute effort the Tom gave him on a QUD in December. Jim was very happy and appreciated the fact that Tom had put out an extra effort to get there during the holiday period.

Discussed possible other engagements. He indicated that he had nothing at the moment. I suggested that I visit him on my next trip to Dallas, and we could get acquainted.

===== ACTION ITEMS =====

NAME	ACTION DESCRIPTION	BY	WHEN	DONE	TIME
-----	-----	-----	-----	-----	-----

===== DISTRIBUTION =====

CC: Tom O

MAIL LIST UPDATE AS:

- ___ Corporate File
- ___ Originator
- ___ Route: Sales/Mkt.
- ___ Route: Program Mgrs.
- ___ Branch File
- ___ Sales Account Rep.

INPUT

CONTACT REPORT

DATE WRITTEN: 12/27/90

K-C Computer Services Full Company Name Jim Huff Name President Title Address Box 619130 DFW Airport Sta Dallas TX 75261 Phone: (214) 830-6814 Fax: (214) 830-6848		INPUT Staff: (INIT.) YH (INIT.) _____ Phone: <input type="checkbox"/> Incoming/Cold <input type="checkbox"/> Call In <input type="checkbox"/> Call Out Visit: <input type="checkbox"/> INPUT Office <input checked="" type="checkbox"/> Client Office Contact Date: 12-12-1	REASON: <input type="checkbox"/> Interoffice <input type="checkbox"/> Sales <input type="checkbox"/> Marketing <input type="checkbox"/> Press <input type="checkbox"/> INPUT/Output <input type="checkbox"/> Interview <input type="checkbox"/> Present'n <input type="checkbox"/> Support <input checked="" type="checkbox"/> Other: Consulting	RELATING TO: <input type="checkbox"/> CVVAP <input type="checkbox"/> CECSP <input type="checkbox"/> FCCSP <input type="checkbox"/> MEMAP <input type="checkbox"/> EDEDI <input type="checkbox"/> NENSP <input type="checkbox"/> MAMAP <input type="checkbox"/> SESMP <input type="checkbox"/> UIISP <input type="checkbox"/> VEVAP <input type="checkbox"/> FISSP <input type="checkbox"/> SISIP <input type="checkbox"/> SOSOP <input type="checkbox"/> OAAAP <input type="checkbox"/> M/C <input type="checkbox"/> CUSTM <input type="checkbox"/> OTHER CODE: _____
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(See other attendees on Agenda, attached)

Kimberly-Clark Computer Services (K-CCS) was formed in Feb 1989 to enter the info svcs mkt. It is not the internal IS function. It now uses K-C computers, although it expects to have its own Hw as it grows. KCCS revenue in 1990 were \$4mm; less than half now comes from providing svcs to KC. Virtually all growth is expected from outside sources. There has been considerable hiring in the last 6 mos & there are now 85 emp. KCCS is targeting 6-7mm for 1991.

Jim Huff is an ex-marketing exec at UCCEL, ADR/CA. He set up KCCS. Its original charter was to sell in-house developed SW products commercially. Resources/time were wasted in finding out that there was no

☐ ADDITIONAL PAGES ATTACHED

ACTION DIST.	TIME REQUIRED	DESCRIBE ACTION OR FOLLOW-UP	BY WHEN	DONE	INFO DIST.
TOP		Keep in touch on CSP competition			PAC
JF Dag W		New outsourcing entrant - may not be far enough along or large enough to be program client			

(Check all that apply)

☐ MAIL LIST: Addition/Change—Check box and complete information on back of form.

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mkt for internal appl sw. SW to improve usability of Software Atr IDEAL was much better — unfortunately the IDEAL mkt is drying up.

They now have 2 main lines of business

① Information Technology

- Supplier KCAOM (for improving IDEAL); have converted/improved ~~over~~ 2mm LOC for K-C
- Have done some prot suc work w/ KCAOM for other firms
- Performance improvement for DB2, Adabas & Datacom-based apps (PFS)
- "Transition Service" for converting Adabas & Datacom-based apps to DB2; biggest area now have converted 1mm LOC
- Note: These are ^{mostly} ~~all~~ areas with a finite life (except for DB2 performance)



- ② Outsourcy - In business for 3 mos - want to sell cycles from parent co thru Targeting small mfr mkt. Looking for \$2mm in 1981 (We didn't discuss this at length - not clear what their edge is)

In developing their KCAOM SW, they also saw how to apply similar technology to IBM's CSP (program generator) which is hard to use + has no development standards. They seem to have some good (but not great) front ends for CSP: Called CSP/ADS

The attached agenda shows the general topics covered. I had earlier reviewed a 25pp presentation which they had put together for IBM. Basically, they want to sell their SW to IBM, & get a royalty + provide installation services.

My contribution was:

- Extensive changes in presentation for effectiveness
- Adding IBM titles/names who can say so
- Reviewing why IBM had invested in CASE partners (+ pros & cons of doing anything w/KCCS)



- Main contribution: CSP as it exists now will vanish in 3-5 years as Transform Logic technology is added & an ~~CP~~ CSP gets fully integrated to front-end tools/repository.

↳ Therefore, KCCS has a 4-6 yr window under the best of circumstances

- The CSP organization could look kindly toward CSP/ADG as a mid-life kicker [This went against KCCS hopes, although they accepted the rationality of the position]
 - They had to do a lot more work on their go-it-alone plan to make it viable & to use as a valuation tool w/IBM
- 1 stressed the need for firm mkt data:
- Why do 80% of 1,500 CSP licensees not use it
 - What would it take them to use it? CSP/ADG as it exists now? Modified?
 - What value to the org would a functional CSP represent? In terms of how sys developed (& cycles used - an IBM value) In terms of better systems, fielded earlier [a contributor to pricing]
 - What would customers pay? [One of biggest



fallacies of KCCS assumption was that the KCCS piece would have to be priced at some modest proportion of an already-low CSP price (\$35-70K).

I said forcefully that if CSP/ARE was half as good as they said, then on a value basis it was in the 6 figure, but we didn't know

I was reasonably soft sell in there, ~~since~~ especially since McGinnis felt (+ said) that a mkt research firm would always want to sell mkt research. I stressed the point that IBM would need to have numbers that had an objective basis. They will do some semi-formal research on their own, but I think there's a 50-50 chance that they will have to get outside research in order to go forward

Conclusion: They felt they got their money's worth, both in terms of immediate help & strategy.

I will keep in touch on their CASE product & will raise issue of their needs in outsourcing. OK for others to contact direct on outsourcing



KCCS 6

AGENDA
December 21, 1990

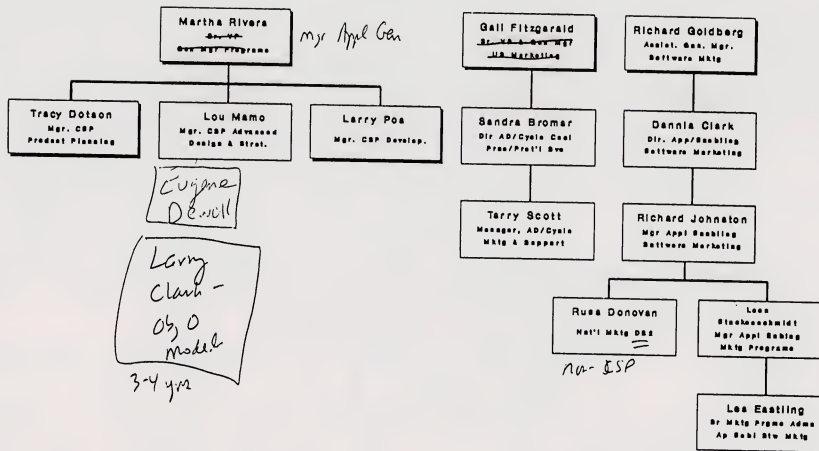
Jim Huff - President, K-C Computer Services
Gary McGinnis - Vice President-Information Technology
Jean Arft - Manager, Research & Development
Bob Dane - Vice President, Sales & Marketing

Tom O'Flaherty - Consultant, Input

8:30	Introductions K-CCS Input	Jim Huff Tom O'Flaherty
9:00	Objectives of the meeting	
9:15	K-CCS Strategy and Time Table	Jim Huff
9:30	IBM CSP/ADE Presentation	Jim Huff Gary McGinnis
10:30	CSP/ADE Demonstration	Jeanne Arft
11:30	Lunch	
12:30	Open Discussion Evaluation of Product Evaluation of Strategy	All
2:00	K-CCS Internal Marketing Plan	Bob Dane
2:30	Open Discussion Evaluation of Marketing Plan Pricing of CSP/ADE Evaluation of IBM Presentation Pricing IBM Deal	All
4:30	Adjourn	



IBM Organization

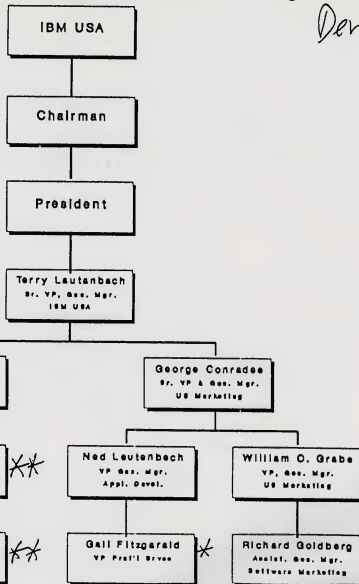




IBM Organization

(SW Mktng & Development)

12/90



D. Whitcham
Asst

Application
Development
Products

Al Nisbet

ex CSP Dev Mgr

Vincent Mercuro

ex-Product Administrator

KCCS-8



PROJECT WORK STATEMENT

TITLE Per diem Consulting

CLIENT Kimberly Clark Computer Systems

CONTRACT: ATTACHED X TO FOLLOW _____ LETTER X VERBAL _____

PROJECT LEADER Tom O'Flaherty PROJECT CODE YNKCS

DATE STARTED 12/20/90 PLANNED COMPLETION DATE _____

LEVEL OF EFFORT (Professional Man Days) _____

TOTAL CONTRACT VALUE: \$ or Est. \$5,000.

REVENUE DISTRIBUTION (% or \$) INPUT US + INPUT LTD _____

REIMBURSABLE EXPENSES: NO _____
YES ✓

EXP. BUDGET _____ TO COVER: TRAV: _____
TELE: _____
RPT. PREP.: _____
OTHER: _____

BILLING SCHEDULE DESCRIPTION upon completion

PROJECT DESCRIPTION per diem consulting @ \$1,500
per day plus expenses.

INDICATE TYPE OF WORK: REPORT _____ PRESENTATION _____
THANK YOU PACKAGE: YES _____ NO _____

ACCOUNTING USE ONLY: ENTERED ON CURRENT PROJECT LIST _____

DISTRIBUTION

CONTRACT FILE

LIBRARY FILE

NEW JERSEY

INPUT LTD.

Originator

SHEILA (Y&Z on

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Date Typed

INPUT



INPUT*

Atrium at Glenpointe, 400 Frank W. Burr Blvd., Teaneck, NJ 07666 Tel. (201) 801-0050
Fax (201) 801-0441

February 1, 1991


James D. Huff
P.O. Box 619130
DFW Airport Station
Dallas, TX 75261-9130

Dear Jim:

I hope that all is going well with your planning and negotiations. When you are on the east coast give me a call and we can try to get together.

I am enclosing an invoice for my time spent on your work. Also enclosed is the air ticket receipt for the ticket KCSS paid for which I believe your organization needs back.

Sincerely,


Tom O'Flaherty
Vice President

TOF:ms

Attachment



Invoice KCS5

YNKCS

Professional fee, 28 hrs @ \$1,500 per 8 hour day (Dec 19, 2 hours; ~~recess~~ Dec 20, 7½ hrs, Dec 21, 15 hrs; Dec 27, 2 hrs; Jan 9th, 1½ hrs.) \$4,200

Expenses (hotel & ground transportation) 218.60

Total \$4,418.60



INPUT[™]

Atrium at Glenpointe, 400 Frank W. Burr Blvd., Teaneck, NJ 07666 Tel. (201) 801-0050
Fax (201) 801-0441

January 14, 1991

Mr. James D. Huff
K-C Computer Services
P.O. Box 619130
DFW Airport Station
Dallas, Texas 75261-9130

Dear Jim:

I was pleased to hear from Mike Ciocia that the game plan we developed for IBM seems on target. I will bring you up to date on what I had promised to do:

- I did some checking to try to find if other companies in your position had developed any similar tools. Although I still have some lines out, I have not learned anything.
- I also checked our own internal vendor information as well as outside sources and have not yet been able to identify anyone offering CSP add-ons.

This is not to say that there may be something out there. But I did not want to spend time on what could well be a wild goose chase.

I am sorry that I could not direct Mike to any better sources than Computer Intelligence for sizing the CSP installed base. However, I think that CI can give you guidance on estimating the total installed base both in North America and for the rest of the world. I have worked with several of their analysts and found them quite insightful.

However, as I told Mike (and your group earlier) the gross number of installed sites is probably less important than the propensity of "dormant" sites to become active sites. Any assumptions of these take-up rates will be just assumptions unless there is data to back it up. As we discussed, you may be able to get adequate data from the firms you have been working with already (although there may be questions as to how representative they are). A bonus to performing primary research is that it would also be possible to learn if there are (or are not) product efforts similar to your own going on.

I will be happy to assist you in reviewing any market research you perform yourself or advising you on what kind of research you should undertake.

Sincerely,



Thomas O'Flaherty
Vice President

TO/ms

